

RECEIPT

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
Joel Eisenberg)
Transferor)
FCC/MELLON NOV 28 2005)
Marilyn May, Deborah Bott, Suzanne Wilson,)
Pamela Smith and Catherine Hendrickson)
Transferees)
For Transfer of Control of Beaver Creek Telephone Company,)
A Washington Incumbent Local Exchange Carrier)
Holding Domestic Blanket Authorizations under)
Section 214 of the Communications Act)

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR TRANSFER OF CONTROL OF
DOMESTIC BLANKET SECTION 214 AUTHORIZATION**

Commission authorization is hereby requested for the transfer of control of Beaver Creek Telephone Company ("BCTC") from Joel Eisenberg ("Transferor") to Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson ("Transferees"). BCTC is a Washington local exchange carrier that serves, or will soon serve, exchanges at Silverton (Snohomish County) and Hobart (Devil's Club area in King County), Washington. All of the applicants are individuals and United States citizens.

The proposed transaction consists of the sale of all of the capital stock of BCTC by Mr. Eisenberg to Ms. May, Ms. Bott, Ms. Wilson, Ms. Smith and Ms. Hendrickson. Mr. Eisenberg currently owns one hundred percent (100.0%) of the capital stock of BCTC, all of which stock is common stock. After the proposed transaction is completed, Ms. May, Ms. Bott, Ms. Wilson, Ms. Smith and Ms. Hendrickson will each own twenty percent (20.0%) of the capital stock (all of which will remain common stock) of BCTC.

BCTC is a relatively new incumbent local exchange carrier. On September 8, 1999, the Washington Utilities and Transportation Commission ("WUTC") authorized the registration of BCTC as a telecommunications company to offer basic telecommunications services to unserved areas in Snohomish County and King County, Washington. Order Granting Waiver of WAC 480-121-010; And Authorizing Registration in Docket UT-991338, dated September 8, 1999. The Commission recently granted BCTC waivers of Sections 69.2(hh) and 69.601 of the Commission's Rules so that it may participate in National Exchange Carrier Association ("NECA") tariffs and pools, and of the definition of "incumbent local exchange carrier" in Part 36 and Section 54.5 of the Commission's Rules so that it can receive universal service support. *Beaver Creek Telephone Company Petition for Waiver of Sections 69.2(hh) and 69.601 of the Commission's Rules*, Order, WC Docket Nos. 05-58 and 05-69, DA 05-2269, released August 11, 2005.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferor:

Joel Eisenberg
417 Second Avenue West
Seattle, Washington 98119
Telephone: (866) 668-2282
Facsimile: (206) 339-8363

Transferees:

Marilyn May
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

Deborah Bott
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

Suzanne Wilson
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

Pamela Smith
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

Catherine Hendrickson
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

BCTC is a corporation organized under the laws of the State of Washington.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

For Transferor:

Joel Eisenberg
Beaver Creek Telephone Company
417 Second Avenue West
Seattle, Washington 98119
Telephone: (866) 668-2282
Facsimile: (206) 339-8363

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830

For Transferees:

Marilyn May
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (the nearest one percent):**

The applicants are all individuals.

Ownership of BCTC:

Prior to the proposed transaction, the name, address, citizenship and principal business of the sole entity that directly or indirectly owns at least ten (10) percent of the equity of BCTC is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Joel Eisenberg 417 Second Avenue West Seattle, WA 98119	100%	U.S.A.	Telecommunications

After the proposed transaction, the names, addresses, citizenship and principal businesses of the entities that will directly or indirectly own at least ten (10) percent of the equity of BCTC are:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Marilyn May P.O. Box 270 Rockland, Idaho 83271	20.0%	U.S.A.	Telecommunications
Deborah Bott P.O. Box 270 Rockland, Idaho 83271	20.0%	U.S.A.	Telecommunications

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Suzanne Wilson P.O. Box 270 Rockland, Idaho 83271	20.0%	U.S.A.	Telecommunications
Pamela Smith P.O. Box 270 Rockland, Idaho 83271	20.0%	U.S.A.	Telecommunications
Catherine Hendrickson P.O. Box 270 Rockland, Idaho 83271	20.0%	U.S.A.	Telecommunications

(5) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Joel Eisenberg, Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction consists of the sale of all of the capital stock of BCTC from Joel Eisenberg (who presently owns 100% of BCTC's capital stock) to Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson (who will each own 20.0% of BCTC's capital stock after the transaction is completed).

BCTC has completed (or will soon complete) construction of its Silverton exchange in Snohomish County, Washington, which will encompass approximately 20.87 route miles of new buried plant, and which will ultimately serve approximately 62 access lines. BCTC is also constructing a new exchange in the Devil's Club area near Hobart in King County, Washington, which exchange will encompass approximately 5.9 route miles of new buried plant, and will serve approximately 38 access lines initially and approximately 59 access lines at the end of five years.

When the transaction is completed, Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson will own all of the capital stock of BCTC, and will thereby control BCTC and its corporate assets. These assets include the switches, lines, customer lists, blanket domestic Section 214 authorizations, state certificates, and other tangible and intangible assets of the two exchanges. BCTC will provide, or continue to provide, wireline local exchange service and exchange access within the two exchanges.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Maps of the service areas of BCTC's Silverton and Devil's Club local exchanges in northwestern Washington are depicted on the attached maps.

Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson each presently hold a ten percent (10.0%) ownership interest in Direct Communications Star West ("DCSW"), a company that is engaged in the Internet service provider, cable television, long distance toll and call center businesses in southeastern Idaho. Leonard May (husband of Marilyn May), Garrin Bott (husband of Deborah Bott), Kip Wilson (husband of Suzanne Wilson), Jeremy Smith (husband of Pamela Smith) and Scott Hendrickson (husband of Catherine Hendrickson) each hold a ten percent (10.0%) ownership interest in DCSW.

Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith and Scott Hendrickson are the owners and management employees of Direct Communications Rockland, Inc. ("DCRI"). DCRI is an Idaho incumbent local exchange carrier that provides local exchange service and exchange access to approximately 1,500 rural subscribers in Rockland, Arbon and the southern half of Bear Lake County in southeastern Idaho. DCRI's service area is not adjacent to the BCTC exchange areas, but rather is located over five hundred miles to the southeast of them.

Direct Communications Cedar Valley, LLC ("DCCV"), a subsidiary of DCRI, is presently an applicant before the Commission for the waivers necessary to acquire a municipal telephone system (approximately 2,000 subscribers) owned and operated by Eagle Mountain City in north central Utah. See Public Notice (Wireline Competition Bureau Seeks Comment on the Petitions of Direct Communications Cedar Valley, LLC, Qwest Corporation, and Direct Communications Rockland, Inc., to Waive the Study Area Boundary Freeze, as Codified in Part 36, and Sections 69.2(hh) and 69.606(c) of the Commission's Rules), CC Docket No. 96-45, DA 04-3687, released November 24, 2004. The Eagle Mountain City exchange is not adjacent to the BCTC exchange areas, but rather is located over six hundred miles to the southeast of them.

Leonard May and Garrin Bott each own a separate forty-three percent (43.0%) stock interest in Oregon Telephone Corporation ("OTC"), which provides local exchange and exchange access services to five exchanges (approximately 1,839 access lines) in Grant, Baker and Malheur counties in eastern Oregon. The OTC exchanges are not adjacent to the BCTC exchange areas, but rather are located approximately 450 miles to the southeast of them.

OTC owns 95.29 percent of the stock of North-State Telephone Company ("NSTC"), which provides local exchange and exchange access services to a single

exchange (approximately 539 access lines) in Wasco County in north central Oregon. The NSTC exchange is not adjacent to the BCTC exchange areas, but rather is located approximately 310 miles to the south of them.

Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson have no other affiliates that provide telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson are not presently telecommunications providers. This application therefore fits within the presumptive streamlined category in Section 63.03(b)(1)(ii) of the Commission's Rules.

If Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson are deemed to be affiliated with DCRI and its affiliates, the application nonetheless fits within the presumptive streamlined category in Section 63.03(b)(2)(3) of the Commission's Rules. BCTC (approximately 100 to 121 projected access lines in Washington), DCRI (approximately 1,500 local exchange service subscribers in Idaho) and DCCV (approximately 2,000 local exchange service subscribers in Utah, if the pending transaction is completed) are incumbent independent local exchange carriers that have, in combination, far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide and no overlapping service areas. These approximately 3,621 lines comprise a very small fraction of the 3,601,735 end-user switched access lines that constituted two percent of the nation's estimated 180,086,735 end-user switched access lines as of June 30, 2004. Source: Industry Analysis and Technology Division, Trends in Telephone Service, April 2005, Table 8.1. The Transferees will have a market share of far less than 10 percent in the interstate, interexchange market, and will be providing telephone exchange and exchange access services to isolated rural areas that have never previously been served by any local exchange carrier (dominant or non-dominant).

(9) Identification of all other Commission applications related to the same transaction:

No pending Commission applications are related to the proposed transaction, and no additional future Commission applications are planned or expected to be submitted.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction comprises the sale of the stock of a small company that is operating or building two small exchanges to serve previously unserved rural areas in the mountains and forests of northwest Washington. The proposed new owners of BCTC are women whose husbands have been engaged in the local exchange telephone business in southeast Idaho, and who have observed and learned enough to manage and operate their own small telephone company. Whereas the existing owner of BCTC has developed new projects and priorities during the six years that it has taken to obtain the necessary federal, state and lender approvals, the proposed new owners of BCTC are ready, willing and able to initiate, develop and maintain the first telephone service ever available to the residents of the rural Silverton and Devil's Club areas.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of BCTC and its domestic blanket Section 214 authorizations from Joel Eisenberg to Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson.

Respectfully submitted,

JOEL EISENBERG

By

Joel Eisenberg
Date 11-14-05

MARILYN MAY

By

Marilyn May
Date 11-3-05

DEBORAH BOTT

By

Deborah Bott
Date 11-3-05

SUZANNE WILSON

By

Suzanne Wilson
Date 11-03-05

PAMELA SMITH

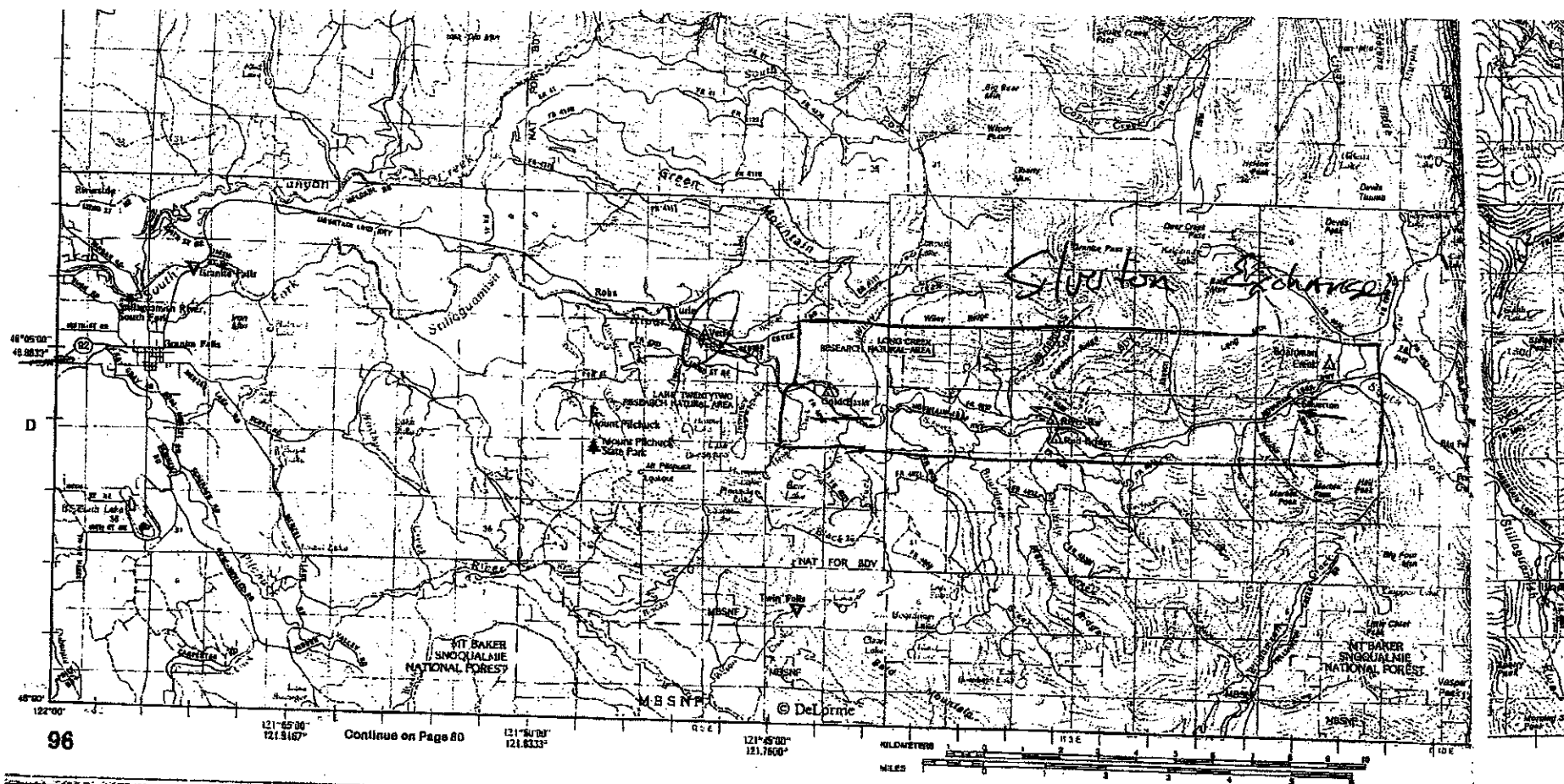
By

Pamela Smith
Date 11-3-05

CATHERINE HENDRICKSON

By

Catherine Hendrickson
Date 11-3-05



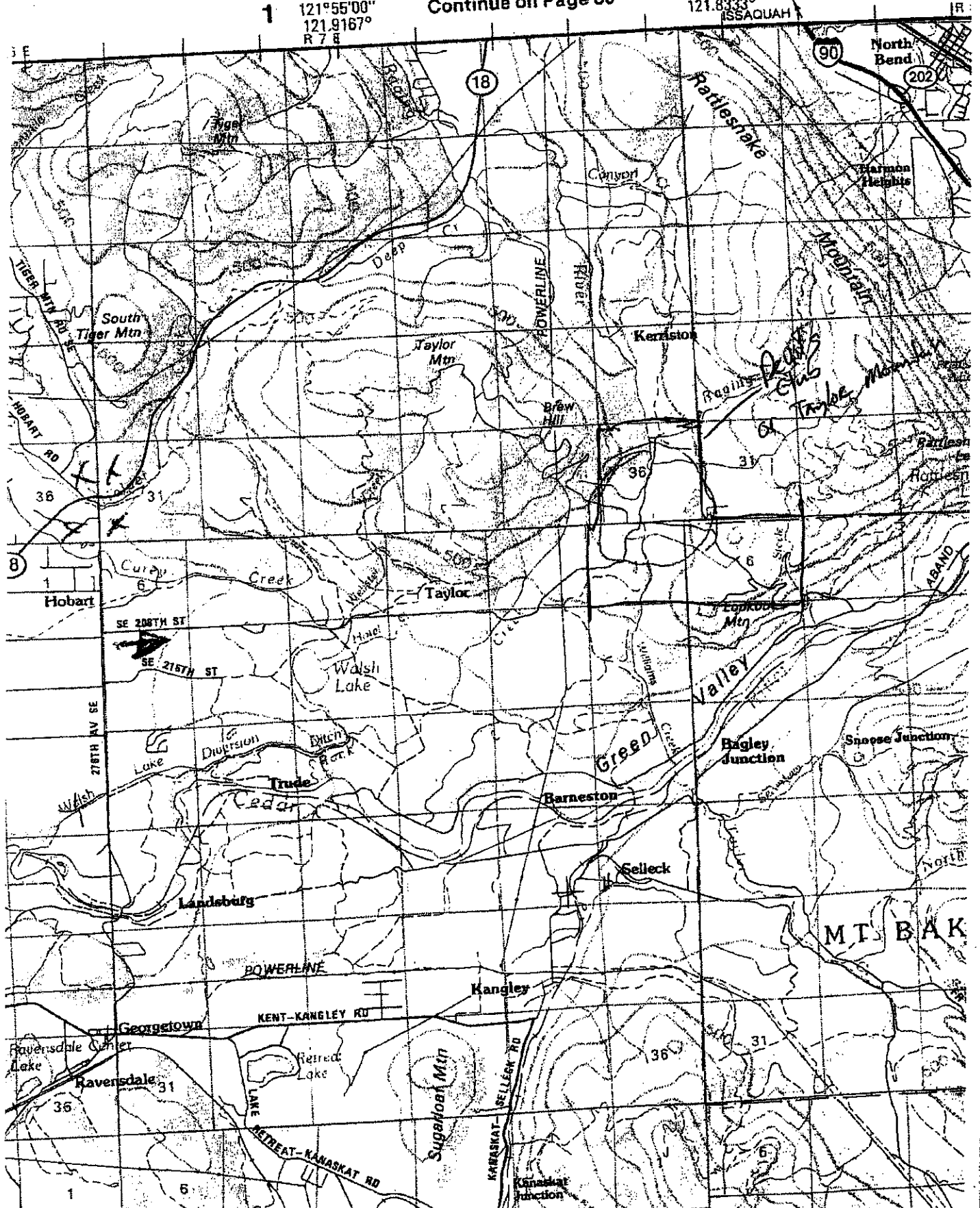
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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Blooston, Mordkofsky, Dickens, Duffy & Prendergast		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 2120 L Street, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 659-0830		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003714193		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Beaver Creek Telephone Company			
(14) STREET ADDRESS LINE NO. 1 417 2nd Avenue West			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Seattle		(17) STATE WA	(18) ZIP CODE 98119
(19) DAYTIME TELEPHONE NUMBER (include area code) (866) 668-2282		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0011396082		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 895.00	(27A) TOTAL FEE 895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			
I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

Blooston, Mordkofsky, Dickens, Duffy & Prendergast2120 L Street, N.W. Suite 300
Washington, DC 20037-1563
(202) 659-0830SUNTRUST BANK
CHARLOTTESVILLE, VA 22903
68-2/510

5478

11/28/2005

PAY TO THE
ORDER OF Federal Communications Commission

\$**895.00

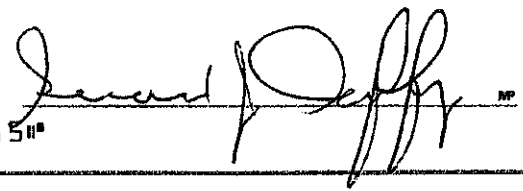
Eight Hundred Ninety-Five and 00/100*****

DOLLARS

Federal Communications Commission

MEMO Beaver Creek Telephone Company

⑈005478⑈ ⑆051000020⑆ 206559445⑈

**Blooston, Mordkofsky, Dickens, Duffy & Prendergast**

5478

Federal Communications Commission

11/28/2005

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
11/28/2005	Bill	6082	895.00	895.00		895.00
				Check Amount		895.00

Checking account Beaver Creek Telephone Company

895.00

Blooston, Mordkofsky, Dickens, Duffy & Prendergast

5478

Federal Communications Commission

11/28/2005

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
11/28/2005	Bill	6082	895.00	895.00		895.00
				Check Amount		895.00

PAYMENT
RECORD

Checking account Beaver Creek Telephone Company

895.00